

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

JOSEPH WELCH, On Behalf of Himself and All,
Others Similarly Situated,

Plaintiff,

-against-

TD AMERITRADE HOLDING CORPORATION,
TD AMERITRADE, INC., TD BANK USA, N.A. and
THE TORONTO-DOMINION BANK,

Defendants.

07 CIV 6904 (RJS)

**ECF CASE
ELECTRONICALLY FILED**

**DECLARATION OF MATTHEW D. STRATTON IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS**

MATTHEW D. STRATTON, pursuant to 28 U.S.C. § 1746 declares as follows:

I am a member of the Bar of this Court and an associate at the law firm of Morgan, Lewis & Bockius LLP, counsel for Defendants TD AMERITRADE Holding Corporation, TD AMERITRADE, Inc., TD Bank USA, N.A., and The Toronto-Dominion Bank.

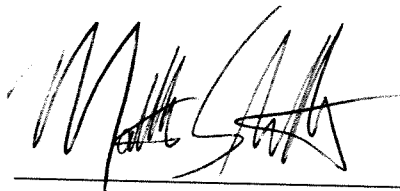
I submit this declaration to place before the Court true and correct copies of the following documents:

- A. The Complaint in this action;
- B. TD AMERITRADE Client Agreement, effective Aug. 23, 2007 (AMTD 182 F 07/07);
- C. Client Account Agreement, TD AMERITRADE, Division of TD AMERITRADE, Inc. (TDW 0182 Rev. 08/06);
- D. TD AMERITRADE Terms & Conditions (ATI 182 F 04/06);

- E. Cash and MMDA Sweep Feature Agreement (TDA 7261 L 08/06);
- F. TD AMERITRADE Cash Management Services Agreement (TDW 0630A Rev. 04/06);
- G. Client Account Agreement (TDAI 182 06/06);
- H. Terms and Conditions, TD AMERITRADE Institutional Account Agreement (AAS 182 F 09/06);
- I. Summary of Cash Balance Programs (TDA 7260 L 08/06);
- J. Joseph Welch's TD AMERITRADE Institutional PERSONAL TRUST ACCOUNT APPLICATION and TD AMERITRADE Institutional ADVISORDIRECT DISCLOSURE AND ACKNOWLEDGEMENT FORM;
- K. Joseph Welch's TD AMERITRADE Institutional IRA APPLICATION and TD AMERITRADE Institutional ADVISORDIRECT DISCLOSURE AND ACKNOWLEDGEMENT FORM;
- L. Redacted excerpts of account statements for one of Joseph Welch's legacy TD Waterhouse accounts. For convenience, these excerpts are labeled "Account No. 1." The actual account number has been redacted.
- M. Redacted excerpts of account statements for one of Joseph Welch's legacy TD Waterhouse accounts. For convenience, these excerpts are labeled "Account No. 2." The actual account number has been redacted.
- N. Redacted excerpts of account statements for one of Joseph Welch's legacy TD Waterhouse accounts. For convenience, these excerpts are labeled "Account No. 3." The actual account number has been redacted.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: January 7, 2008
New York, New York



MATTHEW D. STRATTON